

**Exhibit A**

**Proposed Order**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re	)	Chapter 11
	)	
TRONOX INCORPORATED, <i>et al.</i> ,	)	Case No. 09-10156 (ALG)
	)	
Debtors.	)	Jointly Administered
TRONOX INCORPORATED, TRONOX WORLDWIDE	)	
LLC f/k/a Kerr-McGee	)	
Chemical Worldwide LLC, and TRONOX LLC	)	
f/k/a Kerr-McGee Chemical LLC,	)	
	)	
Plaintiffs,	)	
v.	)	
	)	Adv. Pro. No. 09-01198 (ALG)
ANADARKO PETROLEUM CORPORATION	)	
and KERR-MCGEE CORPORATION, KERR-	)	
MCGEE OIL & GAS CORPORATION, KERR-	)	
MCGEE WORLDWIDE CORPORATION, KERR-	)	
MCGEE INVESTMENT CORPORATION, KERR-	)	
MCGEE CREDIT LLC, KERR-MCGEE SHARED	)	
SERVICES COMPANY LLC, and KERR-MCGEE	)	
STORED POWER COMPANY LLC	)	
	)	
Defendants.	)	
THE UNITED STATES OF AMERICA,	)	
	)	
Plaintiff-Intervenor,	)	
v.	)	
	)	
TRONOX, INC., TRONOX WORLDWIDE LLC,	)	
TRONOX LLC, KERR-MCGEE CORPORATION	)	
and ANADARKO PETROLEUM CORPORATION,	)	
	)	
Defendants.	)	

**ORDER AUTHORIZING DEFENDANTS TO FILE PARTIALLY UNDER  
SEAL THEIR (I) RESPONSE TO (A) PLAINTIFFS' MOTION FOR PARTIAL  
SUMMARY JUDGMENT, (B) THE UNITED STATES' JOINDER AND  
(C) STATEMENTS IN SUPPORT OF PLAINTIFFS' MOTION AND (II) CROSS-MOTION  
FOR PARTIAL SUMMARY JUDGMENT AND EXHIBITS ATTACHED THERETO**

Upon consideration of the *ex parte* motion (the "Motion") of Anadarko Petroleum Corporation,  
Kerr-McGee Corporation, Kerr-McGee Oil & Gas Corporation, Kerr-McGee Worldwide Corporation,  
Kerr-McGee Investment Corporation, Kerr-McGee Credit LLC, Kerr-McGee Shared Services Company

LLC, and Kerr-McGee Stored Power Company LLC (collectively, "**Defendants**"), for authority to file partially under seal their (I) Response to (A) Plaintiffs'<sup>1</sup> Motion for Partial Summary Judgment Regarding Plaintiffs' Recovery Under Section 550(a) of the Bankruptcy Code, (B) Joinder of the United States of America in the Litigation Trust's Motion for Partial Summary Judgment Regarding the Litigation Trust's Recovery Under Section 550(a) of the Bankruptcy Code, (C) Statement of the State of Nevada in Support of the Litigation Trust's Motion for Partial Summary Judgment Regarding the Litigation Trust's Recovery under § 550(a) of the Bankruptcy Code, (D) Statement in Support of the Litigation Trust's Motion for Partial Summary Judgment and United States' Joinder in Motion, and (E) Statement of the Tronox Incorporated Tort Claims Trust in Support of the Anadarko Litigation Trust's Motion for Partial Summary Judgment Regarding the Litigation Trust's Recovery Under Section 550(a) of the Bankruptcy Code; and (II) Cross-Motion for Partial Summary Judgment Limiting Plaintiffs' Potential Damage Award Pursuant to Sections 544, 548 and 550(a) of the Bankruptcy Code and exhibits attached thereto, such as Defendants' Statement of Undisputed Material Facts (collectively, the "**Response and Cross-Motion**"); and the Court finding that it has jurisdiction over this Motion pursuant to 28 U.S.C. §§ 157 and 1334; and this Motion being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing for the entry of this Order, it is hereby ORDERED that:

1. The Motion is GRANTED to the extent set forth herein.
2. Defendants are authorized to file an unredacted version of the Response and Cross-Motion, including any exhibits attached thereto, under seal. The unredacted version of the Response and Cross-Motion shall remain under seal and confidential and shall not be made available to anyone without the consent of the applicable parties to the Protective Orders or by further order of this Court.

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<sup>1</sup> Capitalized terms used but not defined herein shall have the meaning ascribed to them in the Motion.

3. A redacted version of the Response and Cross-Motion, including any exhibits attached thereto, shall be filed and served in accordance with the procedures for filing and service established in these chapter 11 cases. Such filing shall be deemed good and sufficient notice of the relief requested in the Response and Cross-Motion and no further notice shall be required.

4. Defendants are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order.

5. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

New York, New York

Dated: \_\_\_\_\_, 2011

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THE HONORABLE ALLAN L. GROPPER  
UNITED STATES BANKRUPTCY JUDGE